

14863-QQ

SUPPLEMENT TO ASSIGNMENT OF LEASES

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 20

TO

SCHEDULE 1

ANNEXED TO ASSIGNMENT OF LEASES

DATED AS OF DECEMBER 13, 1985

BY

ACF INDUSTRIES, INCORPORATED

("ASSIGNOR")

TO

NORSTAR BANK, AS AGENT ("AGENT")

DEC 14 1988 11-05 AM  
14863-99  
RECORDATION UNIT

WHEREAS, Assignor and the Agent (as successor in interest to Fleet National Bank) are parties to a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) have agreed to lend certain sums to Assignor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Assignor and the Agent entered into a certain Assignment of Leases dated as of December 13, 1985 (the "Assignment");

WHEREAS, pursuant to the Loan Agreement, the Assignor is obligated from time to time to deliver to the Agent this Supplement to Assignment of Leases and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Assignor shall execute and deliver to the Agent this Supplement to Assignment of Leases;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule I to the Assignment is hereby amended by the addition thereto of the railroad equipment lease agreements covering or relating to the railroad rolling stock bearing the car numbers hereinafter listed (the "Leases") and

Assignor confirms that the Leases are to be covered by and assigned to the Agent pursuant to the Assignment:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this \_\_\_\_ day of December, 1988.

ACF INDUSTRIES, INCORPORATED

By 

Name: Robert J. Mitchell  
Title: Treasurer

NORSTAR BANK, as Agent

By 

Name:  
Title:

STATE OF NEW YORK )  
 : SS.:  
COUNTY OF NEW YORK )

On this \_\_\_\_\_ day of December, 1988, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merrick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

*Kathleen M. Finn*

STATE OF NEW YORK )  
 : SS.:  
COUNTY OF NEW YORK )

KATHLEEN M. FINN  
Notary Public, State of New York  
No. 30-4800603  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires March 30, 1989 9/30/89

On this 12<sup>th</sup> day of December, 1988, before me personally came DEBORAH LEONARD, to me known, who being to me duly sworn, did depose and say that she resides at 3 MAHAN RD, OLD BETHPAGE, N.Y. 11804, that she is a Vice President of NORSTAR BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

*Lillian Pucichello*

LILLIAN PUCICHELO  
Notary Public, State of New York  
No. 31-3452253  
Qualified in New York County  
Commission Expires May 31, 1990

SCHEDULE 1

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>COST</u>	<u>AAR DESG.</u>
ACFX 41551-41600	50	\$ 2,465,050	C214
" 41726-41727	6	278,022	"
" 41729			
" 41742-41743			
" 41745			
" 41750-41751	2	90,910	"
" 65357-65377	21	982,758	"
" 65556-65557	25	1,103,250	"
" 65560			
" 65562			
" 65565			
" 65568			
" 65580			
" 65582-65583			
" 65585-65600			
" 65851-65862	15	871,515	C414
" 65865-65866			
" 65869			
SOO 101051-101070	21	1,355,739	C614
" 101072			
ACFX 51689-51690	2	123,560	"
" 51733			
" 51778-51785	9	563,085	"
" 51786	4	248,000	"
" 51791-51792			
" 51795			
" 51796-51821	46	2,886,743	"
" 51823-51842			"
" 51843-51851	9	556,569	"
" 51856-51858	5	336,785	"
" 51862			
" 51869			
" 51909-51910	2	129,618	"

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>COST</u>	<u>AAR DESG.</u>
ACFX 51911-51920	10	666,120	"
" 72793	1	43,982	T054
" 72863-72864	12	500,724	"
" 72866			
" 72868			
" 72870-72875			
" 72877			
" 72880			
" 72833	20	794,300	T104
" 72835-72837			
" 72840-72844			
" 72846-72853			
" 72855-72857			
" 72777	1	49,739	T105
" 72778-72792	15	751,425	"
" 72523-72524	19	821,712	T106
" 72526			
" 72530-72531			
" 72534-72535			
" 72538-72549			
" 72758-72775	18	1,069,272	T107
" 72794-72817	24	924,984	"
" 72699-72700	7	359,072	T108
" 72706			
" 72710			
" 72712			
" 72717			
" 72718			
" 72881-72895	15	696,540	"
" 73504	2	127,602	T564
" 73507			
" 77426	1	47,372	"
" 77427-77429	3	164,583	"

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>COST</u>	<u>AAR DESG.</u>
ACFX 77475-77485	11	664,037	"
" 77430-77468	39	1,999,803	T907
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Totals	415	\$21,672,871	